

EXHIBIT 1 TO

**RESPONSE AND OBJECTION OF BETHESDA SOFTWARES LLC
TO DEBTORS' (I) FIFTY-FIRST OMNIBUS OBJECTION TO
CERTAIN 503(B)(9) CLAIMS AND (II) MOTION FOR A WAIVER
OF THE REQUIREMENT THAT THE FIRST HEARING ON ANY
RESPONSE PROCEED AS A STATUS CONFERENCE AND THE
DEBTORS' BRIEF IN SUPPORT THEREOF**

Circuit City Stores, Inc., et al., Claims Processing c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, CA 90245		Circuit City Stores, Inc., et al. Case Nos. 08-35653 through 08-35670 Chapter 11 Jointly Administered	
NOTE: Pursuant to an Order of the Bankruptcy Court in the above-referenced chapter 11 cases (see Docket No. 107), to have claims allowed as administrative expense under 11 U.S.C. § 503(b)(9), this form must be served upon Circuit City Stores, Inc., et al., Claims Processing, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, CA 90245 by December 19, 2008, the Bar Date for Section 503(b)(9) claims in the above-referenced cases. The form may be submitted in person or by regular mail, overnight mail, or hand delivery. Facsimile, email or electronic submissions will not be accepted. Requests shall be deemed filed when actually received by Kurtzman Carson Consultants LLC.			
Name and Address of Creditor: <i>(The person or other entity to whom the debtor owes money or property)</i> NameID: 4496752 (PI) PackID: 18327 BETHESDA SOFTWARES LLC 1370 PICCARD DR NO 120 ROCKVILLE, MD 20850 Telephone: 301.926-8300 Fax: 301.990.7025 Name and address where notices should be sent (if different from above) J. Griffin Leshner, Esq. ZeniMax Media, Inc. 1370 Piccard Drive, Ste. 120 Rockville, MD 20850 Telephone: 301-948-2200 Fax: 301-990-7025		<div style="display: flex; flex-direction: column;"> <div style="margin-bottom: 10px;"> <input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. </div> <div> <input checked="" type="checkbox"/> Check box if you have made any demand(s) to reclaim goods sold to the debtor under 11 U.S.C. § 546(c). (attach copies of any such demand(s)) </div> </div> <div style="margin-top: 10px;"> <input type="checkbox"/> Check box if you have transferred the rights of your claim to any third party. If so please list name of transferee: </div> <div style="margin-top: 10px;"> <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. </div>	
Debtor against which claim is asserted: (Check one box below): <input checked="" type="checkbox"/> Circuit City Stores, Inc. (Tax I.D. No. 54-0493875) <input type="checkbox"/> Abbott Advertising, Inc. (Tax I.D. No. 54-1624659) <input type="checkbox"/> Circuit City Stores West Coast, Inc. (Tax I.D. No. 95-4460785) <input type="checkbox"/> CCC Distribution Company of Virginia, Inc. (Tax I.D. No. 54-1712821) <input type="checkbox"/> Circuit City Properties, LLC (Tax I.D. No. 54-0793353) <input type="checkbox"/> Patapasco Designs, Inc. (Tax I.D. No. 52-1 086796) <input type="checkbox"/> Ventoux International, Inc. (Tax I.D. No. 20-1071838) <input type="checkbox"/> Sky Venture Corporation (Tax I.D. No. 54-1760311) <input type="checkbox"/> Praha, Inc. (n/a) <input type="checkbox"/> XS Stuff, LLC (Tax I.D. No. 54-2029263) <input type="checkbox"/> Kinzer Technology, LLC (Tax I.D. No. 54-2022157) <input type="checkbox"/> Circuit City Purchasing Company, LLC (Tax I.D. No. 20- 0995170) <input type="checkbox"/> Orbyx Electronics, LLC (Tax I.D. No. 20-1203360) <input type="checkbox"/> InterTAN, Inc. (Tax I.D. No. 75-2 130875) <input type="checkbox"/> CC Aviation, LLC (Tax I.D. No. 20-5290841) <input type="checkbox"/> Courchevel, LLC (n/a) <input type="checkbox"/> Circuit City Stores PR, LLC (Tax I.D. No. 66-0695512) <input type="checkbox"/> Mayland MN, LLC (Tax I.D. No. 20-0896116)		Check here if this claim <input type="checkbox"/> replaces <input checked="" type="checkbox"/> amends a previously filed claim, dated: 12/17/08	
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR: 070761			
1. BASIS FOR CLAIM: Goods received by the Debtor within 20 days before the date of commencement of the case. Value of Goods: \$ 3,838,606.40			
2. DATE OF SHIPMENT: 10/21/08-10/19/08* METHOD OF SHIPMENT: Various* DATE OF RECEIPT: 10/23/08-10/30/08* NAME OF CARRIER: Various* PLACE OF DELIVERY: Various*			
3. TOTAL AMOUNT OF SECTION 503(b)(9) CLAIMS: \$ 3,838,606.40*			
<input type="checkbox"/> Check the box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.			
4. BRIEF DESCRIPTION OF CLAIM: Computer and console video games ordered by, sold to, and received within 20 days before November 10, 2008 by, Debtor, Circuit City Stores, Inc.* Describe goods sold: _____ Attach support for your claim.			
5. CREDITS AND SETOFFS: The amount of all payments on this claim has been credited and deducted for the purpose of making this claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor.* 6. SUPPORTING DOCUMENTS: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, or contracts. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. Attachments must be printed on 8-1/2" by 11" paper.* 7. DATE-STAMPED COPY: To receive an acknowledgement of the filing of your claim, enclosed a stamped, self-addressed envelope and copy of this claim request form.* 8. ORDINARY COURSE CERTIFICATION: By signing this claim request form, you are certifying that the goods for which payment is sought hereby, were sold to the debtor in the ordinary course of the debtor's business as required by 11 U.S.C. § 503(b)(9).* Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. § § 152 and 3571.*		FOR COURT USE ONLY <div style="text-align: center; font-size: 24px; font-weight: bold;">RECEIVED</div> <div style="text-align: center; font-size: 20px; font-weight: bold;">DEC 22 2008</div> <div style="text-align: center; font-size: 12px; font-weight: bold;">KURTZMAN CARSON CONSULTANTS</div>	
Date 12/17/08		Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any) Ronald Seger, VP, Sales	

* Please see Exhibit A attached hereto and incorporated herein.

0835653081113193334011573

Bethesda Softworks, LLC ("Claimant"), incorporates by reference as if set forth herein, the matters set forth in:

Exhibit 1: Demand-renewed/amended/supplemented demand-to reclaim goods sold to Debtor, under 11 U.S.C. § 546(c);

Exhibit 2: Response to Motion of Debtors filed with the Court in the Debtors' Jointly Administered Ch. 11 Cases at Docket No. 447;

Exhibit 3: Index to Circuit City Purchase Orders and Shipment Confirmations, with Copies of Purchase Orders and Shipment Confirmations; and

Exhibit 4: Index of Claimant's Invoices issued to Circuit City Stores, Inc., with copies of Invoices and Purchase Orders.

Claimant respectfully objects to the imposition of requirements which are not set forth in Bankruptcy Code Section 503(b)(9), and otherwise reserves all rights.

EXHIBIT 1

* * * Communication Result Report (Nov. 10. 2008 8:56PM) * * *

11
21

Time: Nov. 10. 2008 8:53PM

No.	Mode	Destination	Pg(s)	Result	Page Not Sent
119	Memory TX	918045274164***42995	P. 4	OK	

Reason for error

E. 1) Hang up or line fail

E. 3) No answer

E. 5) Exceeded max. E-mail size

E. 2) Busy

E. 4) No facsimile connection

ZenMax
MEDIA INC.

FACSIMILE TRANSMISSION SHEET

TO: The Honorable, Business Times Lead Column	FROM: J. Griffin Loring, Secretary, Bethesda Software LLC & RVP Legal, Zenith Media Inc.
COMPANY: Chenit City Street, Inc.	DATE: 11/10/2008
FILE NUMBER: BOL5274164	TOTAL NO. OF PAGES INCLUDING COPIES: 4
CC: Reginald D. Kingdome, Esq. SVP, General Counsel & Secretary Chenit City Street, Inc. fax 301-418-8848 & 301-527-4164 / Sarah K. Baker, Esq. Bardonia, Asst. Gen. Manager & Plans LLP (Chicago, IL) fax 312-407-0411	RECEIVED INFORMATION (OPTIONAL)
AB: Rachaelson Demand of Bethesda Software LLC	VOICED INFORMATION (OPTIONAL)

☒ URGENT ☐ FOR REVIEW ☐ PLEASE COMMENT ☐ PLEASE REVIEW ☐ PLEASE RECYCLE

The information contained in this message and any attachments hereto is intended only for the addressee or addressees to whom it is addressed. If you are not the intended recipient, you should not disseminate, distribute, or copy this information. If you have received this message in error, please notify the sender by telephone and return the original and any copies of this message by mail to the sender at the address stated below. Copying, circulation and other information in this message that is not relevant to the official business of the company shall be considered as neither given nor received by the company.

NOTICE/NOTIFICATION

1370 PICCARD DRIVE
SUITE 120
ROCKVILLE, MARYLAND 20850 USA
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- 1)
- 2)

11-11-68

Reason for error

m. 2) Busy
m. 4) No facsimile connection

ZeniMax
MEDIA INC.

FACSIMILE TRANSMISSION SHEET

TO Tim Eiland, Business Team Lead Contact	FROM J. Griffin Lecher, Secretary, Bethesda Software LLC & KVP-Legal, Zambrotta Media Inc.
COMPANY Cheney City Stores, Inc.	DATE 11/10/2008
FAX NUMBER 804.527.6164	TOTAL NO. OF PAGES INCLUDING COVER 4
CD Reginald D. Hightshott, Esq. SVF, General Counsel & Secretary Cheney City Stores, Inc. for 804-615.8040 & 804.527.4164 / Scott K. Baker, Esq. Shelton, Argo, Bate, Mangler & Fries LLP (Chicago, IL) for 312.407.8431	APPROXIMATE REFERENCE NUMBER
END Respectfully Documented at Bethesda Software LLC	YOUR REFERENCE NUMBER

☒ URGENT ☐ FOR REVIEW ☐ PLEASE COMMENT ☐ PLEASE REPLY ☐ PLEASE ADVISE

The information contained in this message and any attachments hereto is intended only for the addressee or addressee's authorized agent. These materials may contain information that is privileged, confidential, or otherwise exempt from disclosure. If the reader is not the intended recipient or recipient's authorized agent, then you are notified that any dissemination, distribution, or copying of this information is prohibited. If you have received these materials in error, please notify the sender by telephone and return the original and any copies of this message by mail to the sender at the address noted below. Confidential, confidential and/or other information in the message that do not relate to the official business of this company shall be destroyed or otherwise given no record by it.

NOTES/REFERENCES

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FACSIMILE TRANSMITTAL SHEET

TO:	FROM:
Tim Sifford, Business Team Lead Games	J. Griffin Leshner, Secretary, Bethesda Softworks LLC & EVP-Legal, ZeniMax Media Inc.
COMPANY:	DATE:
Circuit City Stores, Inc.	11/10/2008
FAX NUMBER:	TOTAL NO. OF PAGES INCLUDING COVER:
804.527.4164	4
CC:	SENDER'S REFERENCE NUMBER:
Reginald D. Hedgebeth, Esq. SVP, General Counsel & Secretary Circuit City Stores, Inc. fax: 804.418.8248 & 804.527.4164 / Sarah K. Baker, Esq. Skadden, Arps, Slate, Meagher & Flom LLP (Chicago, IL) fax: 312.407.0411	
RE:	YOUR REFERENCE NUMBER:
Reclamation Demand of Bethesda Softworks LLC	

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NOTES/COMMENTS:

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TELE: 301 948 2200 / FAX: 301 990 7025



November 10, 2008

Via Fax
804.524.4000

Tim Sifford
Business Team Lead Games
Circuit City Stores, Inc.
Deep Run 1 – 2nd Floor
9950 Mayland Drive
Richmond, VA 23233

Re: Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries,
Affiliates and/or Agents (collectively, "Bethesda Softworks" or "Seller")

Dear Mr. Sifford:

Circuit City Stores, Inc., its subsidiaries, affiliates and/or agents (collectively, the "Debtor") has received computer and console video games (the "Goods") described in and pursuant to the terms of a certain Master Dealer Agreement and Product Addendum thereto dated October 25, 2006 (the "Agreement") and/or the Purchase Orders listed on Exhibit A attached hereto (the "Purchase Orders") from Bethesda Softworks.

The Debtor received the Goods shipped by the Seller within the last 45 days prior to November 10, 2008 (the "Reclamation Period.") The value of the Goods is **\$3,848,875.72**, and no part of the purchase price for any of the Goods has been paid to the Seller.

Seller asserts that the Goods were sold to Debtor on credit in the ordinary course of business under the terms of the Agreement and/or the Purchase Orders and received by the Debtor while it was insolvent, which insolvency is evidenced, in whole or in part, by the Debtor's filing of a petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code") on November 10, 2008 (the "Petition Date").

Seller hereby makes reclamation demand upon the Debtor pursuant to Section 546(c) of the Bankruptcy Code, Section 2-702 of the Uniform Commercial Code and/or other applicable state law, for the immediate return of the Goods. Further, Seller demands that the Debtor segregate and refrain from using, commingling or otherwise converting the Goods in the course of the Debtor's business or otherwise. In addition, Seller requests adequate protection of its interests in the Goods and objects to any use of cash collateral which may be generated from the use, sale, or other disposition of the Goods.

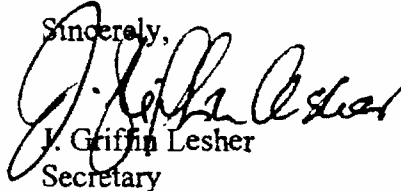
Please confirm whether the Debtor will honor this reclamation demand and advise when and where the Seller may arrange for the immediate return of the Goods.

Nothing in this letter shall be a waiver of, or otherwise prejudice, any rights, remedies and interests of Seller, whether under the Agreement and/or the Purchase Orders or otherwise, including but not limited to Seller's right to an allowed administrative claim under Section



503(b)(9) of the Bankruptcy Code for all Goods or other product received by the Debtor from Seller within twenty (20) days before the Petition Date. Seller reserves the right to amend and supplement this Reclamation Demand to include any Goods that remained, or may remain, in transit prior to transmission of this Demand, and that were, or are, received subsequent thereto.

If you have any questions, please contact me at 301.963.2000 (x.254) or glesher@zenimax.com.

Sincerely,

J. Griffin Leshner
Secretary

Attachment: Exhibit A

cc: Reginald D. Hedgebeth, Esq.
SVP, General Counsel & Secretary
Circuit City Stores, Inc. (Richmond, VA)
fax: 804.524.4000
Sarah K. Baker, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP (Chicago, IL)
fax: 312.407.0411

Exhibit A
to
Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries, Affiliates and/or Agents

Circuit City Purchase Order Number	Product	Platform	Ship Date	Inventory or Store ID	No. of Units	Per Unit Value	Total Value
6772368	AMF Pinbusters!	Wii	29-Oct-08	12650	168	\$15.27	\$2,565.36
6772368	Oblivion Greatest Hits	PS3	29-Oct-08	12060	408	\$23.64	\$9,645.12
6772368	Oblivion Game of the Year	PS3	29-Oct-08	12610	120	\$48.27	\$5,792.40
6772368	Star Trek Encounters	PS2	29-Oct-08	12050	156	\$6.40	\$998.40
2170802	Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	632	\$55.16	\$34,861.12
2170801	Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	528	\$55.16	\$29,124.48
2170800	Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	520	\$55.16	\$28,683.20
2170797	Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	988	\$55.16	\$54,498.08
6623924	Fallout 3	PS3	22-Oct-08	12670	24,000	\$48.27	\$1,158,480.00
6623924	Fallout 3 Collector's Edition	PS3	22-Oct-08	12840	3,000	\$63.04	\$189,120.00
6623924	Fallout 3	X360	22-Oct-08	12680	35,040	\$48.27	\$1,691,380.80
6623924	Fallout 3 Collector's Edition	X360	22-Oct-08	12850	4,008	\$63.04	\$252,664.32
2170790	Fallout 3	PC	21-Oct-08	93155126909	2,400	\$39.40	\$94,560.00
2170792	Fallout 3	PC	21-Oct-08	93155126909	730	\$39.40	\$28,762.00
2170793	Fallout 3	PC	21-Oct-08	93155126909	1,270	\$39.40	\$50,038.00
2170794	Fallout 3	PC	21-Oct-08	93155126909	1,280	\$39.40	\$50,432.00
2170795	Fallout 3	PC	21-Oct-08	93155126909	1,530	\$39.40	\$60,282.00
2170796	Fallout 3	PC	21-Oct-08	93155126909	1,290	\$39.40	\$50,826.00
2170798	Fallout 3 Collector's Edition	PC	21-Oct-08	93155128606	300	\$55.16	\$16,548.00
2170804	Fallout 3 Collector's Edition	PC	21-Oct-08	93155128606	532	\$55.16	\$29,345.12
6748763	AMF Pinbusters!	Wii	9-Oct-08	12650	276	\$15.27	\$4,214.52
6748763	Oblivion Game of the Year	PS3	9-Oct-08	12610	120	\$48.27	\$5,792.40
6620842	Star Trek Encounters	PS2	6-Oct-08	12050	41	\$6.40	\$262.40
	TOTAL:						
	Subtotal Fallout 3:				79,337		\$3,848,875.72
	Subtotal Other Product:				78,048		\$3,819,605.12
					1,289		\$29,270.60

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13

Time: Nov. 10. 2008 8:51PM

No.	Mode	Destination	Pg(s)	Result	Page Not Sent
118	Memory TX	918045274164***42995	P. 4	OK	

Reason for error
 E. 1) Hang up or line fail
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 E. 3) No answer
 E. 4) No facsimile connection
 E. 5) Exceeded max. E-mail size

ZeniMax
MEDIA INC.

FACSIMILE TRANSMISSION SHEET

TO Dan O'Neil, Business Team Lead General	FROM J. Griffin Lister, Secretary, Bethesda Softworks LLC & EYP-Legal, ZeniMax Media Inc.
DATE 11/10/2008	
COMPANY Circuit City Stores, Inc.	
FAX NUMBER 804.527.4164	TOTAL NO. OF PAGES INCLUDING COVER 4
RECIPIENT'S REFERENCE NUMBER	
<p>→ Revised 12. Hologram, Rep. SVP, General Counsel & Secretary Circuit City Stores, Inc. Attn: 804.418.8248 & 804.527.4164 / Sam K. Baker, Rep. Sheldon, Asst. Sec. Manager & Floor LLP (Chicago, IL) Attn: 312.407.0411</p>	
<p>cc: Washington Demand of Bethesda Softworks LLC</p>	
YOUR REFERENCE NUMBER	

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NOV10/20080800

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* * * Communication Result Report (Nov. 10. 2008 8:49PM) * * *

1)
2)

Time: Nov. 10. 2008 8:41PM

le	Mode	Destination	Pg(s)	Result	Page Not Sent
17	Memory TX	918044188248***42995	P. 4	OK	

Reason for error
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m. 2) Busy
4) No facsimile connection

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MEDIA INC.

FACSIMILE TRANSMISSION SHEET

TO: The Chief, Business Times Lead Center	FROM: J. Griffin Linton, Secretary, Bethesda Softworks LLC & SVP Legal, ZenMax Media Inc.
DATE: 11/10/2008	TIME: 11/10/2008
TO: (continued) Chenck City Street, Inc. PO BOX 1000 804157/4364	RECEIVED BY: 4
TO: (continued) ⇒ Kenneth D. Hodgson, Esq. SVP, General Counsel & Secretary Chenck City Street, Inc. c/o: 804157/4364 / Scott R. Miller, Esq. Stanton, Arpa, Stone, Mungler & Pines LLP (Chicago, IL) fax 312.407.0411	RECEIVED BY: 4
TO: (continued) 10 Kendallville, Ohio 44048 LLC	RECEIVED BY: 4

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notify the sender by telephone and return the original and any copies of this message by mail to the sender at the address
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company shall be considered as neither given nor authorized by it.

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UNITED STATES

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SUITE 120
ROCKVILLE, MARYLAND 20850 USA
TEL: 301 948 2200 / FAX: 301 990 7023



FACSIMILE TRANSMITTAL SHEET

TO: Tim Sifford, Business Team Lead Games	FROM: J. Griffin Leshner, Secretary, Bethesda Softworks LLC & EVP-Legal, ZeniMax Media Inc.
COMPANY: Circuit City Stores, Inc.	DATE: 11/10/2008
FAX NUMBER: 804.527.4164	TOTAL NO. OF PAGES INCLUDING COVER: 4
CC: Reginald D. Hedgebeth, Esq. SVP, General Counsel & Secretary Circuit City Stores, Inc. fax: 804.418.8248 & 804.527.4164 / Sarah K. Baker, Esq. Skadden, Arps, Slate, Meagher & Flom LLP (Chicago, IL) fax: 312.407.0411	SENDER'S REFERENCE NUMBER:
RE: Reclamation Demand of Bethesda Softworks LLC	YOUR REFERENCE NUMBER:

☒ URGENT ☐ FOR REVIEW ☐ PLEASE COMMENT ☐ PLEASE REPLY ☐ PLEASE RECYCLE

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NOTES/COMMENTS:

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SUITE 120
ROCKVILLE, MARYLAND 20850 USA
TELE: 301 948 2200 / FAX: 301 990 7025



November 10, 2008

Via Fax
804.524.4000

Tim Sifford
Business Team Lead Games
Circuit City Stores, Inc.
Deep Run 1 – 2nd Floor
9950 Mayland Drive
Richmond, VA 23233

Re: Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries,
Affiliates and/or Agents (collectively, "Bethesda Softworks" or "Seller")

Dear Mr. Sifford:

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Please confirm whether the Debtor will honor this reclamation demand and advise when and where the Seller may arrange for the immediate return of the Goods.

Nothing in this letter shall be a waiver of, or otherwise prejudice, any rights, remedies and interests of Seller, whether under the Agreement and/or the Purchase Orders or otherwise, including but not limited to Seller's right to an allowed administrative claim under Section



503(b)(9) of the Bankruptcy Code for all Goods or other product received by the Debtor from Seller within twenty (20) days before the Petition Date. Seller reserves the right to amend and supplement this Reclamation Demand to include any Goods that remained, or may remain, in transit prior to transmission of this Demand, and that were, or are, received subsequent thereto.

If you have any questions, please contact me at 301.963.2000 (x.254) or glesher@zenimax.com.

Sincerely,

J. Griffin Leshner
Secretary

Attachment: Exhibit A

cc: Reginald D. Hedgebeth, Esq.
SVP, General Counsel & Secretary
Circuit City Stores, Inc. (Richmond, VA)
fax: 804.524.4000
Sarah K. Baker, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP (Chicago, IL)
fax: 312.407.0411

Exhibit A
to
Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries, Affiliates and/or Agents

Circuit City Purchase Order Number	Product	Platform	Ship Date	Inventory or Store ID	No. of Units	Per Unit Value	Total Value
6772368	AMF Pinbusters!	Wii	29-Oct-08	12650	168	\$15.27	\$2,565.36
6772368	Oblivion Greatest Hits	PS3	29-Oct-08	12060	408	\$23.64	\$9,645.12
6772368	Oblivion Game of the Year	PS3	29-Oct-08	12610	120	\$48.27	\$5,792.40
6772368	Star Trek Encounters	PS2	29-Oct-08	12050	156	\$6.40	\$998.40
2170802	Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	632	\$55.16	\$34,861.12
2170801	Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	528	\$55.16	\$29,124.48
2170800	Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	520	\$55.16	\$28,683.20
2170797	Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	988	\$55.16	\$54,498.08
6623924	Fallout 3	PS3	22-Oct-08	12670	24,000	\$48.27	\$1,158,480.00
6623924	Fallout 3 Collector's Edition	PS3	22-Oct-08	12840	3,000	\$63.04	\$189,120.00
6623924	Fallout 3	X360	22-Oct-08	12680	35,040	\$48.27	\$1,691,380.80
6623924	Fallout 3 Collector's Edition	X360	22-Oct-08	12850	4,008	\$63.04	\$252,664.32
2170790	Fallout 3	PC	21-Oct-08	93155126909	2,400	\$39.40	\$94,560.00
2170792	Fallout 3	PC	21-Oct-08	93155126909	730	\$39.40	\$28,762.00
2170793	Fallout 3	PC	21-Oct-08	93155126909	1,270	\$39.40	\$50,038.00
2170794	Fallout 3	PC	21-Oct-08	93155126909	1,280	\$39.40	\$50,432.00
2170795	Fallout 3	PC	21-Oct-08	93155126909	1,530	\$39.40	\$60,282.00
2170796	Fallout 3	PC	21-Oct-08	93155126909	1,290	\$39.40	\$50,826.00
2170798	Fallout 3 Collector's Edition	PC	21-Oct-08	93155128606	300	\$55.16	\$16,548.00
2170804	Fallout 3 Collector's Edition	PC	21-Oct-08	93155128606	532	\$55.16	\$29,345.12
6748763	AMF Pinbusters!	Wii	9-Oct-08	12650	276	\$15.27	\$4,214.52
6748763	Oblivion Game of the Year	PS3	9-Oct-08	12610	120	\$48.27	\$5,792.40
6620842	Star Trek Encounters	PS2	6-Oct-08	12050	41	\$6.40	\$262.40
	TOTAL:						
	Subtotal Fallout 3:				79,337		\$3,848,875.72
	Subtotal Other Product:				78,048		\$3,819,605.12
					1,289		\$29,270.60

* * * Communication Result Report (Nov. 10. 2008 8:14PM) * * *

1}

/Time: Nov. 10. 2008 8:12PM

lo. Mode	Destination	Pg(s)	Result	Page Not Sent
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Reason for error
mm. 1) Hang up or line fail
mm. 3) No answer
mm. 5) Exceeded max. E-mail size

E. 2) Busy
E. 4) No facsimile connection

ZenMax
MEDIA INC.

FACSIMILE TRANSMISSION SHEET

TO Tim Kiffel, Business Team Lead Counsel	FROM J. Griffin Lusk, Secretary, Bethesda Softworks LLC & BVP-Legal, Zenith Media Inc.
COMPANY Griffin City Street, Inc.	DATE 11/10/2008
ALL VIDEOS 04.534.000	TOTAL NO. OF PAGES INCLUDING COVER 4
CO Michael D. Houghmuth, Esq. BVP, General Counsel & Secretary Griffin City Street, Inc. Attn: 04.534.000 / Frank K. Baker, Esq. Boulder, Arpa, Sher, Mungler & Pines LLP (Chicago, IL) Attn: 311.407.0001	URGENT INFORMATION REQUIRED
cc Reclamation Department of Bethesda Softworks LLC	YOUR REFERENCE NUMBER

☒ COMMENT ☐ FOR REVIEW ☐ PLEASE COMMENT ☐ PLEASE REPLY ☐ PLEASE RECYCLE

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NOTES/COMMENTS

1370 PICCARD DRIVE
SUITE 128
ROCKVILLE, MARYLAND 20850 USA
TEL: 301 948 2200 / FAX: 301 990 7825



FACSIMILE TRANSMITTAL SHEET

TO:	FROM:
Tim Sifford, Business Team Lead Games	J. Griffin Leshner, Secretary, Bethesda Softworks LLC & EVP-Legal, ZeniMax Media Inc.
COMPANY:	DATE:
Circuit City Stores, Inc.	11/10/2008
FAX NUMBER:	TOTAL NO. OF PAGES INCLUDING COVER:
804.524.4000	4
CC:	SENDER'S REFERENCE NUMBER:
Reginald D. Hedgebeth, Esq. SVP, General Counsel & Secretary Circuit City Stores, Inc. fax: 804.524.4000 / Sarah K. Baker, Esq. Skadden, Arps, Slate, Meagher & Flom LLP (Chicago, IL) fax: 312.407.0411	
RE:	YOUR REFERENCE NUMBER:
Reclamation Demand of Bethesda Softworks LLC	

☒ URGENT ☐ FOR REVIEW ☐ PLEASE COMMENT ☐ PLEASE REPLY ☐ PLEASE RECYCLE

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NOTES/COMMENTS:

1370 PICCARD DRIVE
SUITE 120
ROCKVILLE, MARYLAND 20850 USA
TELE: 301 948 2200 / FAX: 301 990 7025



November 10, 2008

Via Fax
804.524.4000

Tim Sifford
Business Team Lead Games
Circuit City Stores, Inc.
Deep Run 1 - 2nd Floor
9950 Mayland Drive
Richmond, VA 23233

Re: Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries,
Affiliates and/or Agents (collectively, "Bethesda Softworks" or "Seller")

Dear Mr. Sifford:

Circuit City Stores, Inc., its subsidiaries, affiliates and/or agents (collectively, the "Debtor") has received computer and console video games (the "Goods") described in and pursuant to the terms of a certain Master Dealer Agreement and Product Addendum thereto dated October 25, 2006 (the "Agreement") and/or the Purchase Orders listed on Exhibit A attached hereto (the "Purchase Orders") from Bethesda Softworks.

The Debtor received the Goods shipped by the Seller within the last 45 days prior to November 10, 2008 (the "Reclamation Period.") The value of the Goods is \$3,848,875.72, and no part of the purchase price for any of the Goods has been paid to the Seller.

Seller asserts that the Goods were sold to Debtor on credit in the ordinary course of business under the terms of the Agreement and/or the Purchase Orders and received by the Debtor while it was insolvent, which insolvency is evidenced, in whole or in part, by the Debtor's filing of a petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code") on November 10, 2008 (the "Petition Date").

Seller hereby makes reclamation demand upon the Debtor pursuant to Section 546(c) of the Bankruptcy Code, Section 2-702 of the Uniform Commercial Code and/or other applicable state law, for the immediate return of the Goods. Further, Seller demands that the Debtor segregate and refrain from using, commingling or otherwise converting the Goods in the course of the Debtor's business or otherwise. In addition, Seller requests adequate protection of its interests in the Goods and objects to any use of cash collateral which may be generated from the use, sale, or other disposition of the Goods.

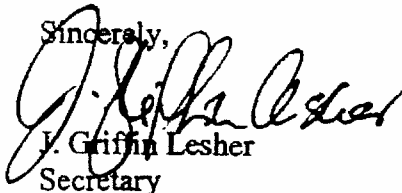
Please confirm whether the Debtor will honor this reclamation demand and advise when and where the Seller may arrange for the immediate return of the Goods.

Nothing in this letter shall be a waiver of, or otherwise prejudice, any rights, remedies and interests of Seller, whether under the Agreement and/or the Purchase Orders or otherwise, including but not limited to Seller's right to an allowed administrative claim under Section



503(b)(9) of the Bankruptcy Code for all Goods or other product received by the Debtor from Seller within twenty (20) days before the Petition Date. Seller reserves the right to amend and supplement this Reclamation Demand to include any Goods that remained, or may remain, in transit prior to transmission of this Demand, and that were, or are, received subsequent thereto.

If you have any questions, please contact me at 301.963.2000 (x.254) or glesher@zenimax.com.

Sincerely,

J. Griffin Leshner
Secretary

Attachment: Exhibit A

cc: Reginald D. Hedgebeth, Esq.
SVP, General Counsel & Secretary
Circuit City Stores, Inc. (Richmond, VA)
fax: 804.524.4000
Sarah K. Baker, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP (Chicago, IL)
fax: 312.407.0411

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to
Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries, Affiliates and/or Agents

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Albany
Atlanta
Brussels
Denver
Los Angeles

**McKenna Long
& Aldridge**
Attorneys at Law

1900 K Street, NW • Washington, DC 20006-1108
Tel: 202.496.7500 • Fax: 202.496.7756
www.mckennalong.com

New York
Philadelphia
Sacramento
San Diego
San Francisco
Washington, D.C.

DANIEL J. CARRIGAN
(202) 496-7436

EMAIL ADDRESS
dcarrigan@mckennalong.com

November 26, 2008

BY OVERNIGHT COURIER

Circuit City Stores, Inc., et al. ✓
Claims Processing
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, CA 90245

Circuit City Stores, Inc.
9950 Mayland Drive
Richmond, VA 23233
Attn: Reginald D. Hedgebeth

Circuit City Stores, Inc.
9950 Mayland Drive
Richmond, VA 23233
Attn: Daniel W. Ramsey

Skadden, Arps, Slate, Meagher & Flom LLP
333 West Wacker Drive
Chicago, IL 60606
Attn: Sarah Baker, Esq.

McGuireWoods LLP
One James Center
901 E. Cary Street
Richmond, VA 23219
Attn: Sarah B. Boehm, Esq.

Re: Reclamation Notice/Demand of Bethesda Softworks LLC ("Bethesda Softworks") Delivered to Mr. Tim Sifford, Business Team Lead Games, Reginald D. Hedgebeth, Esq., SVP, General Counsel & Secretary, and Sarah Baker, Esq., Skadden, Arps, Meagher & Flom LLP on November 10, 2008 (the "Notice") and Supplement Thereto under Interim Order (Dkt. No. 133) Subsequently Entered on November 13, 2008, Paragraph 5(a) and (b); Submitted Without Prejudice

Ladies and Gentlemen:

Enclosed, on behalf of our client, Bethesda Softworks, please find copies of the above-referenced Notice, together with facsimile confirmations, and a copy of an email communication

Circuit City Stores, Inc., et al.
Circuit City Stores, Inc.
Circuit City Stores, Inc.
Skadden, Arps, Slate, Meagher & Flom LLP
McGuire Woods LLP
November 26, 2008
Page 2


from the Debtors dated October 17, 2008. Such Notice, and its prior delivery to the Debtors, as well as the delivery of this letter supplementing the Notice in accordance with the Interim Order, paragraph 5(a) and (b), and the attached copies are not, and shall not be deemed to be a waiver, release, election of remedy, admission, or other diminution of any of Bethesda Softworks' rights, including, but not limited to, the right to object or otherwise respond to the Interim Order.

In addition to, and not in lieu of, the matters set forth in the Notice, Bethesda Softworks believes that (i) it has or will assert a Section 503(b)(9) Claim, and (ii) that the currently estimated amount of such Claim, as calculated from Exhibit A to the Notice, is \$3,838,606.40.

If you have any questions or comments concerning the foregoing, please contact the undersigned or John McJunkin (telephone: 202-496-7312) (email: jmcjunkin@mckennalong.com) (fax: 202-496-7094), counsel for Bethesda Softworks, at your convenience.

Happy Thanksgiving!

Respectfully submitted,


Daniel J. Carrigan

DJC:sdp

Enclosures

Communication Result Report (Nov. 10. 2008 3:56PM)

23

Time: Nov. 10. 2008 3:53PM

File	No. Mode	Destination	Pg(s)	Result	Page Not Sent
7119	Memory TX	918045274164xxx42995	P. 4	OK	

Reason for error
 C. 1) Hang up or line fail
 C. 2) Busy
 C. 3) No answer
 C. 4) No facsimile connection
 C. 5) Exceeded max. E-mail size

ZenMax
MEDIA INC.

FACSIMILE TRANSMISSION REPORT	
TO The Honorable, Honorable Peter Lord Chang	FROM J. Griffin Latham, Esq., Secretary, Bethesda Software LLC c/o EYP Legal, Zenith Media Inc.
DATE 11/10/2008	TIME 11/10/2008
FROM Zenith Media Inc.	TO Honorable Peter Lord Chang
REASON NO ANSWER	REASON NO ANSWER
TO Honorable Peter Lord Chang, Esq. SVP, General Counsel & Secretary Zenith Media Inc. for 804.527.4664 to 804.527.4664 / Sue K. Baker, Esq. Sullivan, Aronson, & Pines LLP (Chicago, IL) for 312.407.5071	TO Honorable Peter Lord Chang, Esq. SVP, General Counsel & Secretary Zenith Media Inc. for 804.527.4664 to 804.527.4664 / Sue K. Baker, Esq. Sullivan, Aronson, & Pines LLP (Chicago, IL) for 312.407.5071
TO Honorable Peter Lord Chang, Esq. SVP, General Counsel & Secretary Zenith Media Inc. for 804.527.4664 to 804.527.4664 / Sue K. Baker, Esq. Sullivan, Aronson, & Pines LLP (Chicago, IL) for 312.407.5071	TO Honorable Peter Lord Chang, Esq. SVP, General Counsel & Secretary Zenith Media Inc. for 804.527.4664 to 804.527.4664 / Sue K. Baker, Esq. Sullivan, Aronson, & Pines LLP (Chicago, IL) for 312.407.5071

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11/10/2008

1370 PICCARD DRIVE
SUITE 120
ROCKVILLE, MARYLAND 20850 USA
TEL: 301 948 2200 / FAX: 301 990 7025

21

No.	Mode	Destination	Pg(s)	Result	Page Not Sent
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E. 2) Busy
E. 4) No facsimile connection

ZeniMax
MEDIA INC.

PAGEFIFTE TRANSMITTAL SHEET

TO The Chief, Business Team Lead Group	FROM J. Griffin Lebow, Secretary, Redwood National L.L.C. & RVP Legal, Zardian Media Inc.
LEGAL ADVISOR Clement City Square, Inc.	DATE 11/26/2008
FILE NUMBER 804.827.0664	TOTAL NO. OF PAGES INCLUDING COVER 4
CC Erinmild D. Florioforte, Esq. SVF, General Counsel & Secretary Clement City Square, Inc. for 804.415.8545 & 804.827.0664 / Sandra K. Debut, Esq. Redwood, Asps, Wm, Mangler & Pines LLP (Chicago, IL) for 312.407.0611	REMARKS (OPTIONAL) NONE
BY Redwoodian Counsel of Redwood National L.L.C.	YOUR RESPONSE NUMBER

X VERBENT ☐ FOR REVIEW ☐ PLEASE COMMENT ☐ PLEASE REPLY ☐ PLEASE REVIEW

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REFERENCES

1376 PICCARD DRIVE
SUITE 120
ROCKVILLE, MARYLAND 20850 USA
TEL: 301 940 2200 / FAX: 301 990 7025



FACSIMILE TRANSMITTAL SHEET

TO:	FROM:
Tim Sifford, Business Team Lead Games	J. Griffin Leshner, Secretary, Bethesda Softworks LLC & EVP-Legal, ZeniMax Media Inc.
COMPANY:	DATE:
Circuit City Stores, Inc.	11/10/2008
FAX NUMBER:	TOTAL NO. OF PAGES INCLUDING COVER:
804.527.4164	4
CC:	SENDER'S REFERENCE NUMBER:
Reginald D. Hedgebeth, Esq. SVP, General Counsel & Secretary Circuit City Stores, Inc. fax: 804.418.8248 & 804.527.4164 / Sarah K. Baker, Esq. Skadden, Arps, Slate, Meagher & Flom LLP (Chicago, IL) fax: 312.407.0411	
RE:	YOUR REFERENCE NUMBER:
Reclamation Demand of Bethesda Softworks LLC	

☒ URGENT ☐ FOR REVIEW ☐ PLEASE COMMENT ☐ PLEASE REPLY ☐ PLEASE RECYCLE

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NOTES/COMMENTS:

1370 PICCARD DRIVE
SUITE 120
ROCKVILLE, MARYLAND 20850 USA
TELE: 301 948 2200 / FAX: 301 948 2201



November 10, 2008

Via Fax
804.524.4000

Tim Sifford
Business Team Lead Games
Circuit City Stores, Inc.
Deep Run 1 - 2nd Floor
9950 Mayland Drive
Richmond, VA 23233

Re: Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries,
Affiliates and/or Agents (collectively, "Bethesda Softworks" or "Seller")

Dear Mr. Sifford:

Circuit City Stores, Inc., its subsidiaries, affiliates and/or agents (collectively, the "Debtor") has received computer and console video games (the "Goods") described in and pursuant to the terms of a certain Master Dealer Agreement and Product Addendum thereto dated October 25, 2006 (the "Agreement") and/or the Purchase Orders listed on Exhibit A attached hereto (the "Purchase Orders") from Bethesda Softworks.

The Debtor received the Goods shipped by the Seller within the last 45 days prior to November 10, 2008 (the "Reclamation Period.") The value of the Goods is \$3,848,875.72, and no part of the purchase price for any of the Goods has been paid to the Seller.

Seller asserts that the Goods were sold to Debtor on credit in the ordinary course of business under the terms of the Agreement and/or the Purchase Orders and received by the Debtor while it was insolvent, which insolvency is evidenced, in whole or in part, by the Debtor's filing of a petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code") on November 10, 2008 (the "Petition Date").

Seller hereby makes reclamation demand upon the Debtor pursuant to Section 546(c) of the Bankruptcy Code, Section 2-702 of the Uniform Commercial Code and/or other applicable state law, for the immediate return of the Goods. Further, Seller demands that the Debtor segregate and refrain from using, commingling or otherwise converting the Goods in the course of the Debtor's business or otherwise. In addition, Seller requests adequate protection of its interests in the Goods and objects to any use of cash collateral which may be generated from the use, sale, or other disposition of the Goods.

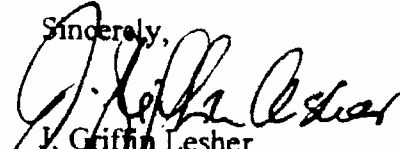
Please confirm whether the Debtor will honor this reclamation demand and advise when and where the Seller may arrange for the immediate return of the Goods.

Nothing in this letter shall be a waiver of, or otherwise prejudice, any rights, remedies and interests of Seller, whether under the Agreement and/or the Purchase Orders or otherwise, including but not limited to Seller's right to an allowed administrative claim under Section



503(b)(9) of the Bankruptcy Code for all Goods or other product received by the Debtor from Seller within twenty (20) days before the Petition Date. Seller reserves the right to amend and supplement this Reclamation Demand to include any Goods that remained, or may remain, in transit prior to transmission of this Demand, and that were, or are, received subsequent thereto.

If you have any questions, please contact me at 301.963.2000 (x.254) or glesher@zenimax.com.

Sincerely,

J. Griffin Leshner
Secretary

Attachment: Exhibit A

cc: Reginald D. Hedgebeth, Esq.
SVP, General Counsel & Secretary
Circuit City Stores, Inc. (Richmond, VA)
fax: 804.524.4000
Sarah K. Baker, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP (Chicago, IL)
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Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries, Affiliates and/or Agents

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6623924	Fallout 3 Collector's Edition	X360	22-Oct-08	12850	4,008	\$63.04	\$252,664.32
2170790	Fallout 3	PC	21-Oct-08	93155126909	2,400	\$39.40	\$94,560.00
2170792	Fallout 3	PC	21-Oct-08	93155126909	730	\$39.40	\$28,762.00
2170793	Fallout 3	PC	21-Oct-08	93155126909	1,270	\$39.40	\$50,038.00
2170794	Fallout 3	PC	21-Oct-08	93155126909	1,280	\$39.40	\$50,432.00
2170795	Fallout 3	PC	21-Oct-08	93155126909	1,530	\$39.40	\$60,282.00
2170796	Fallout 3	PC	21-Oct-08	93155126909	1,290	\$39.40	\$50,826.00
2170798	Fallout 3 Collector's Edition	PC	21-Oct-08	93155128606	300	\$55.16	\$16,548.00
2170804	Fallout 3 Collector's Edition	PC	21-Oct-08	93155128606	532	\$55.16	\$29,345.12
6748763	AMF Pinbusters!	Wii	9-Oct-08	12650	276	\$15.27	\$4,214.52
6748763	Oblivion Game of the Year	PS3	9-Oct-08	12610	120	\$48.27	\$5,792.40
6620842	Star Trek Encounters	PS2	6-Oct-08	12050	41	\$6.40	\$262.40
	TOTAL:						
	Subtotal Fallout 3:				79,337		\$3,848,875.72
	Subtotal Other Product:				78,048		\$3,819,605.12
					1,289		\$29,270.60

: : : Communication Result Report (Nov. 10. 2008 9:10PM) : : :

33

Time: Nov. 10. 2008 9:51PM

File No.	Mode	Destination	Pg(s)	Result	Page Not Sent
118	Memory TX	918045274164***42995	P. 4	OK	

Reason for error

E. 1) Hang up or line fail

E. 3) No answer

E. 5) Exceeded max. E-mail size

E. 2) Busy

E. 4) No facsimile connection

ZenMax
 MEDIA INC.

FACSIMILE TRANSMISSION REPORT

TO The Official, Business Team Lead Center	FROM J. Griffin Larkin, Secretary, Bethesda Softworks LLC & EVP-Legal, Zenithar Media Inc.
COMPANY Creative City Systems, Inc.	DATE 11/10/2008
FAX NUMBER 804.327.4384	TOTAL NO. OF PAGES INCLUDING COVER 4
RE: Reginald D. Hedgecock, Esq. SVP, General Counsel & Secretary Creative City Systems, Inc. Attn: 804.418.8548 & 804.887.9164 / Sarah K. Nelson, Esq. Hamilton, Apple, Shaw, Mangione & Pines LLP (Chicago, IL) Fax: 312.407.0411	
NO Transmission Document of Bethesda Softworks LLC	

☒ URGENT ☐ FOR REVIEW ☐ PLEASE COMMENT ☐ PLEASE REPLY ☐ PLEASE RECYCLE

The information contained in this message and any attachments hereto is intended only for the addressee or addressees' authorized agent. Those materials may contain information that is privileged, confidential, or otherwise exempt from disclosure. If the reader is not the intended recipient or recipient's authorized agent, then you are notified that any dissemination, distribution, or copying of these materials is prohibited. If you have received these materials in error, please notify the sender by telephone and return the original and any copies of these materials by mail to the sender at the address stated below. Confidential, sensitive and other information in this message that do not relate to the official business of this company shall be considered as falling under any restriction by law.

NOTES/COMMENTS

 1376 PICCARD DRIVE
 SUITE 120
 ROCKVILLE, MARYLAND 20850 USA
 TELE: 301 948 2206 / FAX: 301 998 7825

z z z Communication Result Report (Nov. 10. 2008 3:59PM) z z z

33

Time: Nov. 10. 2008 8:57PM

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20 Memory TX	918045274164xxx42995	P. 4	OK	

Reason for error

R. 1) Hang up or line fail
R. 3) No answer
R. 5) Exceeded max. E-mail size

E. 2) Busy
E. 4) No facsimile connection

Zenimax
MEDIA INC.

FACSIMILE TRANSMISSION REPORT	
TO Tim McLeod, Business Team Lead Center	FROM J. Charles Loring, Secretary, Bethesda Softworks LLC c/o KVP Legal, Zenimax Media Inc.
COMPANY Chenit City Station, Inc.	DATE 11/10/2008
FAX NUMBER 804.522.4154	TOTAL NO. OF PAGES INCLUDING COVER 4
RECIPIENT'S TELEPHONE NUMBER	
<p>→ Richard D. Hightower, Rep. SVP, General Counsel & Secretary Chenit City Station, Inc. fax 804.415.4154 to 804.522.4154 / South K. Hightower, Rep. Shelton, Arpa, Stein, Mungler & Pines LLP (Chicago, IL) fax 312.487.0911</p>	
FAX REFERENCE NUMBER	
<p>cc Richardson-Dawson of Bethesda Softworks LLC</p>	
<p>X URGENT <input type="checkbox"/> FOR REVIEW <input type="checkbox"/> PLEASE COMMENT <input type="checkbox"/> PLEASE REPLY <input type="checkbox"/> PLEASE RECYCLE</p>	

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1370 PICCARD DRIVE
SUITE 120
ROCKVILLE, MARYLAND 20850 USA
TEL: 301 948 2200 / FAX: 301 990 7023

x x x Communication Result Report (Nov. 10. 2008 3:49PM) x x x

23

Time: Nov. 10. 2008 3:41PM

Mode	Destination	Pg(s)	Result	Page Not Sent
7 Memory TX	918044188248xxx42995	P. 4	OK	

Reason for error
 E. 1) Hang up or line fail
 E. 3) No answer
 E. 5) Exceeded max. E-mail size

E. 2) Busy
 E. 4) No facsimile connection

Zenimax
 MEDIA INC.

FACSIMILE TRANSMISSION SHEET

TO: The Honorable, Business Team Lead Center	FROM: J. Calista Lusk, Secretary, Bethesda Softworks LLC & SVP Legal, Zenimax Media Inc.
DATE: Grand City Station, Inc.	DATE: 11/10/2008
FAX NUMBER: 804.527.4364	TOTAL NO. OF PAGES INCLUDING COVER: 4
Attention: Mr. Hodgekirk, Rep. SVP, General Counsel & Secretary Grand City Station, Inc. Attn: 804.418.8248 or 804.527.4364 / Sarah K. Hodgekirk, Rep. Rockwell, Aron, Stone, Morgan & Pines LLP (Chicago, IL) Attn: 312.407.8011	
TO: Ludoviciano, Diamond of Bethesda Softworks LLC	

☐ TELETYPE ☐ FOR REVIEW ☐ PLEASE COMMENT ☐ PLEASE REPLY ☐ PLEASE RECYCLE

The information contained in this message and any attachments herein is intended only for the addressee or addressee's authorized agent. This message may contain information that is privileged, confidential, or otherwise exempt from disclosure. If the reader is not the intended recipient or recipient's authorized agent, then you are notified that any dissemination, distribution or copying of this message is prohibited. If you have received this message in error, please notify the sender by telephone and return the original and any copies of this message by mail to the sender or the address stated below. Options, conditions and other information in this message that is not relevant to the official business of this company shall be understood as neither given nor endorsed by it.

NOV10/20080808

1370 PICCARD DRIVE
 SUITE 120
 ROCKVILLE, MARYLAND 20850 USA
 TEL: 301 948 2200 / FAX: 301 998 7023

ZeniMaxTM
MEDIA INC.

FACSIMILE TRANSMITTAL SHEET

TO:
Tim Sifford, Business Team Lead Games

FROM:
J. Griffin Leshner, Secretary, Bethesda Softworks LLC
& EVP-Legal, ZeniMax Media Inc.

COMPANY:
Circuit City Stores, Inc.

DATE:
11/10/2008

FAX NUMBER:
804.527.4164

TOTAL NO. OF PAGES INCLUDING COVER:
4

CC:
⇒ Reginald D. Hedgebeth, Esq.
SVP, General Counsel & Secretary
Circuit City Stores, Inc.

SENDER'S REFERENCE NUMBER:

fax: 804.418.8248 & 804.527.4164 /
Sarah K. Baker, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
(Chicago, IL)
fax: 312.407.0411

RE:
Reclamation Demand of Bethesda Softworks
LLC

YOUR REFERENCE NUMBER:

☒ URGENT ☐ FOR REVIEW ☐ PLEASE COMMENT ☐ PLEASE REPLY ☐ PLEASE RECYCLE

The information contained in this message and any attachments hereto is intended only for the addressee or addressee's authorized agent. These materials may contain information that is privileged, confidential, or otherwise exempt from disclosure. If the reader is not the intended recipient or recipient's authorized agent, then you are notified that any dissemination, distribution, or copying of these materials is prohibited. If you have received these materials in error, please notify the sender by telephone and return the original and any copies of these materials by mail to the sender at the address stated below. Opinions, conclusions and other information in this message that do not relate to the official business of this company shall be understood as neither given nor endorsed by it.

NOTES/COMMENTS:

1370 PICCARD DRIVE
SUITE 120
ROCKVILLE, MARYLAND 20850 USA
TELE: 301 948 2200 / FAX: 301 900 7025



November 10, 2008

Via Fax
804.524.4000

Tim Sifford
Business Team Lead Games
Circuit City Stores, Inc.
Deep Run 1 - 2nd Floor
9950 Mayland Drive
Richmond, VA 23233

Re: Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries,
Affiliates and/or Agents (collectively, "Bethesda Softworks" or "Seller")

Dear Mr. Sifford:

Circuit City Stores, Inc., its subsidiaries, affiliates and/or agents (collectively, the "Debtor") has received computer and console video games (the "Goods") described in and pursuant to the terms of a certain Master Dealer Agreement and Product Addendum thereto dated October 25, 2006 (the "Agreement") and/or the Purchase Orders listed on Exhibit A attached hereto (the "Purchase Orders") from Bethesda Softworks.

The Debtor received the Goods shipped by the Seller within the last 45 days prior to November 10, 2008 (the "Reclamation Period.") The value of the Goods is \$3,848,875.72, and no part of the purchase price for any of the Goods has been paid to the Seller.

Seller asserts that the Goods were sold to Debtor on credit in the ordinary course of business under the terms of the Agreement and/or the Purchase Orders and received by the Debtor while it was insolvent, which insolvency is evidenced, in whole or in part, by the Debtor's filing of a petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code") on November 10, 2008 (the "Petition Date").

Seller hereby makes reclamation demand upon the Debtor pursuant to Section 546(c) of the Bankruptcy Code, Section 2-702 of the Uniform Commercial Code and/or other applicable state law, for the immediate return of the Goods. Further, Seller demands that the Debtor segregate and refrain from using, commingling or otherwise converting the Goods in the course of the Debtor's business or otherwise. In addition, Seller requests adequate protection of its interests in the Goods and objects to any use of cash collateral which may be generated from the use, sale, or other disposition of the Goods.

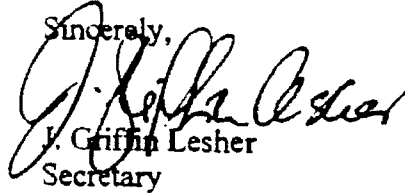
Please confirm whether the Debtor will honor this reclamation demand and advise when and where the Seller may arrange for the immediate return of the Goods.

Nothing in this letter shall be a waiver of, or otherwise prejudice, any rights, remedies and interests of Seller, whether under the Agreement and/or the Purchase Orders or otherwise, including but not limited to Seller's right to an allowed administrative claim under Section



503(b)(9) of the Bankruptcy Code for all Goods or other product received by the Debtor from Seller within twenty (20) days before the Petition Date. Seller reserves the right to amend and supplement this Reclamation Demand to include any Goods that remained, or may remain, in transit prior to transmission of this Demand, and that were, or are, received subsequent thereto.

If you have any questions, please contact me at 301.963.2000 (x.254) or glesher@zenimax.com.

Sincerely,

J. Griffin Leshner
Secretary

Attachment: Exhibit A

cc: Reginald D. Hedgebeth, Esq.
SVP, General Counsel & Secretary
Circuit City Stores, Inc. (Richmond, VA)
fax: 804.524.4000
Sarah K. Baker, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP (Chicago, IL)
fax: 312.407.0411

Exhibit A
to
Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries, Affiliates and/or Agents

Circuit City Purchase Order Number	Product	Platform	Ship Date	Inventory or Store ID	No. of Units	Per Unit Value	Total Value
6772368	AMF Pinbusters!	Wii	29-Oct-08	12650	168	\$15.27	\$2,565.36
6772368	Oblivion Greatest Hits	PS3	29-Oct-08	12060	408	\$23.64	\$9,645.12
6772368	Oblivion Game of the Year	PS3	29-Oct-08	12610	120	\$48.27	\$5,792.40
6772368	Star Trek Encounters	PS2	29-Oct-08	12050	156	\$6.40	\$998.40
2170802	Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	632	\$55.16	\$34,861.12
2170801	Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	528	\$55.16	\$29,124.48
2170800	Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	520	\$55.16	\$28,683.20
2170797	Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	988	\$55.16	\$54,498.08
6623924	Fallout 3	PS3	22-Oct-08	12670	24,000	\$48.27	\$1,158,480.00
6623924	Fallout 3 Collector's Edition	PS3	22-Oct-08	12840	3,000	\$63.04	\$189,120.00
6623924	Fallout 3	X360	22-Oct-08	12680	35,040	\$48.27	\$1,691,380.80
6623924	Fallout 3 Collector's Edition	X360	22-Oct-08	12850	4,008	\$63.04	\$252,664.32
2170790	Fallout 3	PC	21-Oct-08	93155126909	2,400	\$39.40	\$94,560.00
2170792	Fallout 3	PC	21-Oct-08	93155126909	730	\$39.40	\$28,762.00
2170793	Fallout 3	PC	21-Oct-08	93155126909	1,270	\$39.40	\$50,038.00
2170794	Fallout 3	PC	21-Oct-08	93155126909	1,280	\$39.40	\$50,432.00
2170795	Fallout 3	PC	21-Oct-08	93155126909	1,530	\$39.40	\$60,282.00
2170796	Fallout 3	PC	21-Oct-08	93155126909	1,290	\$39.40	\$50,826.00
2170798	Fallout 3 Collector's Edition	PC	21-Oct-08	93155128606	300	\$55.16	\$16,548.00
2170804	Fallout 3 Collector's Edition	PC	21-Oct-08	93155128606	532	\$55.16	\$29,345.12
6748763	AMF Pinbusters!	Wii	9-Oct-08	12650	276	\$15.27	\$4,214.52
6748763	Oblivion Game of the Year	PS3	9-Oct-08	12610	120	\$48.27	\$5,792.40
6620842	Star Trek Encounters	PS2	6-Oct-08	12050	41	\$6.40	\$262.40
	TOTAL:						
	Subtotal Fallout 3:				79,337		\$3,848,875.72
	Subtotal Other Product:				78,048		\$3,819,605.12
					1,289		\$29,270.60

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14 Memory TX	913124070411xxx42995	P. 4	OK	

- Reasons for error
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|---------------------------------|-------------------------------|
| E. 1) Hang up or line fail | E. 2) Busy |
| E. 3) No answer | E. 4) No facsimile connection |
| E. 5) Exceeded max. E-mail size | |



FACSIMILE TRANSMISSION SHEET	
TO The Chief, Bureau Press-Led Group	FROM J. Griffin Larkin, Secretary, National Railroad & RVP-Legal, Southern Metals Inc.
DATE/TIME 04/24/93 04:24:40PM	DATE 11/30/93
TO 00	NUMBER OF PAGES INCLUDING COVER 4
RECEIVED INFORMATION CENTER	
<p>Mr. David D. Houghton, Esq. FVP, General Counsel & Secretary Chubb City Press, Inc. Attn: 004,004,000 / South K. Nelson, Esq. Nelson, App, Esq., Morgan & Finn LLP (Chicago, IL) Attn: 002,002,001</p>	
TO Richardson Demand of National Railroad LLC	YOUR ASSIGNED NUMBER
<input type="checkbox"/> COMMENT <input type="checkbox"/> FOR REVIEW <input type="checkbox"/> PLEASE COMMENT <input type="checkbox"/> PLEASE REPLY <input type="checkbox"/> PLEASE RECYCLE	

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POSTTEST/CONCLUSION

1370 PICCARD DRIVE
SUITE 120
ROCKVILLE, MARYLAND 20850 USA
TEL: 301 948 2200 / FAX: 301 990 7023

ZeniMaxTM
MEDIA INC.

FACSIMILE TRANSMITTAL SHEET

TO: Tim Sifford, Business Team Lead Games	FROM: J. Griffin Leshner, Secretary, Bethesda Softworks LLC & EVP-Legal, ZeniMax Media Inc.
COMPANY: Circuit City Stores, Inc.	DATE: 11/10/2008
FAX NUMBER: 804.524.4000	TOTAL NO. OF PAGES INCLUDING COVER: 4
CC: Reginald D. Hedgebeth, Esq. SVP, General Counsel & Secretary Circuit City Stores, Inc. fax: 804.524.4000 / Sarah K. Baker, Esq. Skadden, Arps, Slate, Meagher & Flom LLP (Chicago, IL) fax: 312.407.0411	SENDER'S REFERENCE NUMBER:
RE: Reclamation Demand of Bethesda Softworks LLC	YOUR REFERENCE NUMBER:

☒ URGENT ☐ FOR REVIEW ☐ PLEASE COMMENT ☐ PLEASE REPLY ☐ PLEASE RECYCLE

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NOTES/COMMENTS:

1370 PICCARD DRIVE
SUITE 120
ROCKVILLE, MARYLAND 20850 USA
TEL: 301.648.3300 / FAX: 301.648.3301



November 10, 2008

Via Fax
804.524.4000

Tim Sifford
Business Team Lead Games
Circuit City Stores, Inc.
Deep Run 1 – 2nd Floor
9950 Mayland Drive
Richmond, VA 23233

Re: Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries,
Affiliates and/or Agents (collectively, "Bethesda Softworks" or "Seller")

Dear Mr. Sifford:

Circuit City Stores, Inc., its subsidiaries, affiliates and/or agents (collectively, the "Debtor") has received computer and console video games (the "Goods") described in and pursuant to the terms of a certain Master Dealer Agreement and Product Addendum thereto dated October 25, 2006 (the "Agreement") and/or the Purchase Orders listed on Exhibit A attached hereto (the "Purchase Orders") from Bethesda Softworks.

The Debtor received the Goods shipped by the Seller within the last 45 days prior to November 10, 2008 (the "Reclamation Period.") The value of the Goods is \$3,848,875.72, and no part of the purchase price for any of the Goods has been paid to the Seller.

Seller asserts that the Goods were sold to Debtor on credit in the ordinary course of business under the terms of the Agreement and/or the Purchase Orders and received by the Debtor while it was insolvent, which insolvency is evidenced, in whole or in part, by the Debtor's filing of a petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code") on November 10, 2008 (the "Petition Date").

Seller hereby makes reclamation demand upon the Debtor pursuant to Section 546(c) of the Bankruptcy Code, Section 2-702 of the Uniform Commercial Code and/or other applicable state law, for the immediate return of the Goods. Further, Seller demands that the Debtor segregate and refrain from using, commingling or otherwise converting the Goods in the course of the Debtor's business or otherwise. In addition, Seller requests adequate protection of its interests in the Goods and objects to any use of cash collateral which may be generated from the use, sale, or other disposition of the Goods.

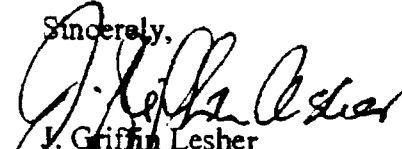
Please confirm whether the Debtor will honor this reclamation demand and advise when and where the Seller may arrange for the immediate return of the Goods.

Nothing in this letter shall be a waiver of, or otherwise prejudice, any rights, remedies and interests of Seller, whether under the Agreement and/or the Purchase Orders or otherwise, including but not limited to Seller's right to an allowed administrative claim under Section



503(b)(9) of the Bankruptcy Code for all Goods or other product received by the Debtor from Seller within twenty (20) days before the Petition Date. Seller reserves the right to amend and supplement this Reclamation Demand to include any Goods that remained, or may remain, in transit prior to transmission of this Demand, and that were, or are, received subsequent thereto.

If you have any questions, please contact me at 301.963.2000 (x.254) or glesher@zenimax.com.

Sincerely,

J. Griffin Leshner
Secretary

Attachment: Exhibit A

cc: Reginald D. Hedgebeth, Esq.
SVP, General Counsel & Secretary
Circuit City Stores, Inc. (Richmond, VA)
fax: 804.524.4000
Sarah K. Baker, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP (Chicago, IL)
fax: 312.407.0411

Exhibit A

to

Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries, Affiliates and/or Agents

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2170801	Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	528	\$55.16	\$29,124.48
2170800	Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	520	\$55.16	\$28,683.20
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2170793	Fallout 3	PC	21-Oct-08	93155126909	1,270	\$39.40	\$50,038.00
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2170795	Fallout 3	PC	21-Oct-08	93155126909	1,530	\$39.40	\$60,282.00
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2170804	Fallout 3 Collector's Edition	PC	21-Oct-08	93155128606	532	\$55.16	\$29,345.12
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6620842	Star Trek Encounters	PS2	6-Oct-08	12050	41	\$6.40	\$262.40
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	Subtotal Fallout 3:				79,337		\$3,848,875.72
	Subtotal Other Product:				78,048		\$3,819,605.12
					1,289		\$29,270.60

Carrigan, Daniel

From: Grif Leshar [glesher@zenimax.com]
Sent: Monday, November 10, 2008 8:49 PM
To: Tim_Sifford@circuitcity.com
Cc: Ronald Seger
Subject: Bethesda Softworks - Reclamation Demand
Attachments: Bethesda_Softworks_Demand_Letter_10-nov-08.pdf

Dear Mr. Sifford:

Please find attached the Reclamation Demand of Bethesda Softworks LLC, its parent, subsidiaries, affiliates and/or agents in connection with today's bankruptcy filing by Circuit City and court hearing.

Regards,
J. Griffin Leshar
Secretary
Bethesda Softworks LLC
and
EVP-Legal
ZeniMax Media Inc.

11/25/2008



November 10, 2008

Via Fax
804.524.4000

Tim Sifford
Business Team Lead Games
Circuit City Stores, Inc.
Deep Run 1 – 2nd Floor
9950 Mayland Drive
Richmond, VA 23233

Re: Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries,
Affiliates and/or Agents (collectively, "Bethesda Softworks" or "Seller")

Dear Mr. Sifford:

Circuit City Stores, Inc., its subsidiaries, affiliates and/or agents (collectively, the "Debtor") has received computer and console video games (the "Goods") described in and pursuant to the terms of a certain Master Dealer Agreement and Product Addendum thereto dated October 25, 2006 (the "Agreement") and/or the Purchase Orders listed on Exhibit A attached hereto (the "Purchase Orders") from Bethesda Softworks.

The Debtor received the Goods shipped by the Seller within the last 45 days prior to November 10, 2008 (the "Reclamation Period.") The value of the Goods is **\$3,848,875.72**, and no part of the purchase price for any of the Goods has been paid to the Seller.

Seller asserts that the Goods were sold to Debtor on credit in the ordinary course of business under the terms of the Agreement and/or the Purchase Orders and received by the Debtor while it was insolvent, which insolvency is evidenced, in whole or in part, by the Debtor's filing of a petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code") on November 10, 2008 (the "Petition Date").

Seller hereby makes reclamation demand upon the Debtor pursuant to Section 546(c) of the Bankruptcy Code, Section 2-702 of the Uniform Commercial Code and/or other applicable state law, for the immediate return of the Goods. Further, Seller demands that the Debtor segregate and refrain from using, commingling or otherwise converting the Goods in the course of the Debtor's business or otherwise. In addition, Seller requests adequate protection of its interests in the Goods and objects to any use of cash collateral which may be generated from the use, sale, or other disposition of the Goods.

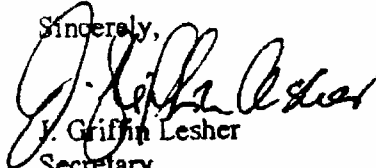
Please confirm whether the Debtor will honor this reclamation demand and advise when and where the Seller may arrange for the immediate return of the Goods.

Nothing in this letter shall be a waiver of, or otherwise prejudice, any rights, remedies and interests of Seller, whether under the Agreement and/or the Purchase Orders or otherwise, including but not limited to Seller's right to an allowed administrative claim under Section



503(b)(9) of the Bankruptcy Code for all Goods or other product received by the Debtor from Seller within twenty (20) days before the Petition Date. Seller reserves the right to amend and supplement this Reclamation Demand to include any Goods that remained, or may remain, in transit prior to transmission of this Demand, and that were, or are, received subsequent thereto.

If you have any questions, please contact me at 301.963.2000 (x.254) or glesher@zenimax.com.

Sincerely,

J. Griffin Lesher
Secretary

Attachment: Exhibit A

cc: Reginald D. Hedgebeth, Esq.
SVP, General Counsel & Secretary
Circuit City Stores, Inc. (Richmond, VA)
fax: 804.524.4000
Sarah K. Baker, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP (Chicago, IL)
fax: 312.407.0411

Exhibit A
to
Reclamation Demand of Bethesda Softworks LLC, Its Parent, Subsidiaries, Affiliates and/or Agents

Circuit City Purchase Order Number	Product	Platform	Ship Date	Inventory or Store ID	No. of Units	Per Unit Value	Total Value
6772368	AMF Pinbusters!	Wii	29-Oct-08	12650	168	\$15.27	\$2,565.36
6772368	Oblivion Greatest Hits	PS3	29-Oct-08	12060	408	\$23.64	\$9,645.12
6772368	Oblivion Game of the Year	PS3	29-Oct-08	12610	120	\$48.27	\$5,792.40
6772368	Star Trek Encounters	PS2	29-Oct-08	12050	156	\$6.40	\$998.40
2170802	Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	632	\$55.16	\$34,861.12
2170801	Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	528	\$55.16	\$29,124.48
2170800	Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	520	\$55.16	\$28,683.20
2170797	Fallout 3 Collector's Edition	PC	23-Oct-08	93155128606	988	\$55.16	\$54,498.08
6623924	Fallout 3	PS3	22-Oct-08	12670	24,000	\$48.27	\$1,158,480.00
6623924	Fallout 3 Collector's Edition	PS3	22-Oct-08	12840	3,000	\$63.04	\$189,120.00
6623924	Fallout 3	X360	22-Oct-08	12680	35,040	\$48.27	\$1,691,380.80
6623924	Fallout 3 Collector's Edition	X360	22-Oct-08	12850	4,008	\$63.04	\$252,664.32
2170790	Fallout 3	PC	21-Oct-08	93155126909	2,400	\$39.40	\$94,560.00
2170792	Fallout 3	PC	21-Oct-08	93155126909	730	\$39.40	\$28,762.00
2170793	Fallout 3	PC	21-Oct-08	93155126909	1,270	\$39.40	\$50,038.00
2170794	Fallout 3	PC	21-Oct-08	93155126909	1,280	\$39.40	\$50,432.00
2170795	Fallout 3	PC	21-Oct-08	93155126909	1,530	\$39.40	\$60,282.00
2170796	Fallout 3	PC	21-Oct-08	93155126909	1,290	\$39.40	\$50,826.00
2170798	Fallout 3 Collector's Edition	PC	21-Oct-08	93155128606	300	\$55.16	\$16,548.00
2170804	Fallout 3 Collector's Edition	PC	21-Oct-08	93155128606	532	\$55.16	\$29,345.12
6748763	AMF Pinbusters!	Wii	9-Oct-08	12650	276	\$15.27	\$4,214.52
6748763	Oblivion Game of the Year	PS3	9-Oct-08	12610	120	\$48.27	\$5,792.40
6620842	Star Trek Encounters	PS2	6-Oct-08	12050	41	\$6.40	\$262.40
	TOTAL:				79,337		\$3,848,875.72
	Subtotal Fallout 3:				78,048		\$3,819,605.12
	Subtotal Other Product:				1,289		\$29,270.60



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Signed By: MENBRINAO
Location: FRONT DESK
Delivered To: 2335 ALASKA AVE
EL SEGUNDO, CA, US 90245
Shipped/Billed On: 11/26/2008
Reference Number(s): 309240001, 5102
Service: NEXT DAY AIR

Package Progress

Location	Date	Local Time	Description
GARDENA, CA, US	11/28/2008	10:14 A.M.	DELIVERY
	11/28/2008	7:34 A.M.	OUT FOR DELIVERY
	11/28/2008	7:00 A.M.	ARRIVAL SCAN
LOS ANGELES, CA, US	11/28/2008	5:59 A.M.	DEPARTURE SCAN
	11/28/2008	4:44 A.M.	ARRIVAL SCAN
LOUISVILLE, KY, US	11/28/2008	3:21 A.M.	DEPARTURE SCAN
LOUISVILLE, KY, US	11/27/2008	12:01 A.M.	ARRIVAL SCAN
LINTHICUM, MD, US	11/26/2008	10:23 P.M.	DEPARTURE SCAN
	11/26/2008	9:32 P.M.	ARRIVAL SCAN
LANDOVER, MD, US	11/26/2008	8:45 P.M.	DEPARTURE SCAN
	11/26/2008	8:14 P.M.	ORIGIN SCAN
LANDOVER, DC, US	11/26/2008	7:29 P.M.	PICKUP SCAN
US	11/26/2008	4:13 P.M.	BILLING INFORMATION RECEIVED

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Type: Package
Status: [Delivered](#) [Proof of Delivery](#)
Delivered On: 11/28/2008 9:29 A.M.
Signed By: PAUL
Location: RECEIVER
Delivered To: 9954 MAYLAND DR
HENRICO, VA, US 23233
Shipped/Billed On: 11/26/2008
Reference Number(s): 309240001, 5102
Service: NEXT DAY AIR

Package Progress

Location	Date	Local Time	Description
RICHMOND, VA, US	11/28/2008	9:29 A.M.	DELIVERY
	11/28/2008	5:43 A.M.	OUT FOR DELIVERY
	11/28/2008	2:10 A.M.	ARRIVAL SCAN
PHILADELPHIA, PA, US	11/27/2008	11:21 A.M.	DEPARTURE SCAN
	11/27/2008	12:39 A.M.	ARRIVAL SCAN
LANDOVER, MD, US	11/26/2008	9:15 P.M.	DEPARTURE SCAN
	11/26/2008	8:12 P.M.	ORIGIN SCAN
LANDOVER, DC, US	11/26/2008	7:29 P.M.	PICKUP SCAN
US	11/26/2008	4:17 P.M.	BILLING INFORMATION RECEIVED

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Tracking Number: 1Z 668 06X 01 9532 824 4
Type: Package
Status: **Delivered** [Proof of Delivery](#)
Delivered On: 11/28/2008 9:29 A.M.
Signed By: PAUL
Location: RECEIVER
Delivered To: 9954 MAYLAND DR
HENRICO, VA, US 23233
Shipped/Billed On: 11/26/2008
Reference Number(s): 309240001, 5102
Service: NEXT DAY AIR

Package Progress

Location	Date	Local Time	Description
RICHMOND, VA, US	11/28/2008	9:29 A.M.	DELIVERY
	11/28/2008	5:48 A.M.	OUT FOR DELIVERY
	11/28/2008	2:10 A.M.	ARRIVAL SCAN
PHILADELPHIA, PA, US	11/27/2008	11:21 A.M.	DEPARTURE SCAN
	11/27/2008	12:39 A.M.	ARRIVAL SCAN
LANDOVER, MD, US	11/26/2008	9:15 P.M.	DEPARTURE SCAN
	11/26/2008	8:13 P.M.	ORIGIN SCAN
LANDOVER, DC, US	11/26/2008	7:29 P.M.	PICKUP SCAN
US	11/26/2008	4:14 P.M.	BILLING INFORMATION RECEIVED

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Tracking Number: 1Z 668 06X 01 9815 707 6
Type: Package
Status: [Delivered](#) [Proof of Delivery](#)
Delivered On: 11/28/2008 10:25 A.M.
Location: FRONT DOOR
Delivered To: 333 W WACKER DR
2400
CHICAGO, IL, US 60606
Shipped/Billed On: 11/26/2008
Reference Number(s): 309240001, 5102
Service: NEXT DAY AIR

Package Progress

Location	Date	Local Time	Description
CHICAGO, IL, US	11/28/2008	10:25 A.M.	DELIVERY
	11/28/2008	7:09 A.M.	OUT FOR DELIVERY
PHILADELPHIA, PA, US	11/27/2008	12:39 A.M.	ARRIVAL SCAN
LANDOVER, MD, US	11/26/2008	9:15 P.M.	DEPARTURE SCAN
	11/26/2008	8:13 P.M.	ORIGIN SCAN
LANDOVER, DC, US	11/26/2008	7:29 P.M.	PICKUP SCAN
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Tracking Number: 1Z 668 08X 01 9541 145 7
Type: Package
Status: **Delivered** [Proof of Delivery](#)
Delivered On: 12/01/2008 9:03 A.M.
Signed By: NEAL
Location: MAIL ROOM
Delivered To: MCQUIRE WOODS AND BATTLE
901 E CARY ST
4TH
RICHMOND, VA, US 23219
Shipped/Billed On: 11/26/2008
Reference Number(s): 309240001, 5102
Service: NEXT DAY AIR

Package Progress

Location	Date	Local Time	Description
RICHMOND, VA, US	12/01/2008	9:03 A.M.	DELIVERY
RICHMOND, VA, US	11/30/2008	10:29 P.M.	DESTINATION SCAN
RICHMOND, VA, US	11/28/2008	9:06 A.M.	THE RECEIVER IS ON A HOLIDAY. DELIVERY WILL BE ATTEMPTED WHEN THE RECEIVER RETURNS
	11/28/2008	5:48 A.M.	OUT FOR DELIVERY
	11/28/2008	2:10 A.M.	ARRIVAL SCAN
PHILADELPHIA, PA, US	11/27/2008	11:21 A.M.	DEPARTURE SCAN
	11/27/2008	12:39 A.M.	ARRIVAL SCAN
LANDOVER, MD, US	11/26/2008	9:15 P.M.	DEPARTURE SCAN
	11/26/2008	8:12 P.M.	ORIGIN SCAN
LANDOVER, DC, US	11/26/2008	7:29 P.M.	PICKUP SCAN
US	11/26/2008	4:16 P.M.	BILLING INFORMATION RECEIVED

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From: Tim_Sifford@circuitcity.com [mailto:Tim_Sifford@circuitcity.com]
Sent: Friday, October 17, 2008 11:29 AM
To: Ronald Seger
Cc: Suzi_Richardson@circuitcity.com; Jessica_Murphy@circuitcity.com; Konstantine_gelfond@CircuitCity.com; Erin_Williams@circuitcity.com
Subject: Fallout 3 Launch Circuit City
Ron,

Thanks for the time on the phone yesterday.

While I believe there is an opportunity to look at our launch numbers I do not want to walk away from too many units with the follow support from Circuit City.

1. Front Cover of Sunday Insert
2. Free \$10 GC and mini Strategy Guide with Purchase
3. Quarter of a page inside tab presence that also shows complete Limited Edition
4. TV - \$4.5M of value that will highlight offer and air on Key Cable (G4, Spike, ESPN, Comedy Center....) and National (NBC, CBS, FOX, ABC) shows that appeal to males 18-35
5. Landing Page Presence circuitcity.com
6. Web Banners on sites that appeal to males 18-35

Just as an FYI we had a similar offer on GTA IV and sold through 50k units day one, we did so well we ran out in our top volume stores, so these kinds of forecasts are realistic needs.

At this time Circuit City proposes the following orders under 30 day terms

XBOX 360 - 35k units
PS3 - 24k units
XBOX 360 LE - 4k
PS3 LE - 3k
PC - 8.5k

Total - 74.5k units

Again Circuit City is well funded in this tough economy and even though our stock has taken a hit and there are many rumors we are not going anywhere. We have our \$1.3B loan from Bank of America without covenants. Bank of America is still a very strong bank in todays environment. We have many initiatives in place that we are executing to have a successful holiday at Circuit and improve our service in stores.

As for replenishment I would be open to discussing a different level of terms, but at this point I would like to land the launch quantities and move forward to ensure we are good for shipping and the in store date.

Thanks

Tim

Tim Sifford

Business Team Lead Games

Circuit City Stores, Inc.

Deep Run 1 - 2nd Floor

9950 Mayland Dr.

Richmond, VA 23233

Phone# 804 - 486 - 8110